UNIVERSITÉ Concordia UNIVERSITY

BG-2008-9

MINUTES OF THE OPEN SESSION OF THE MEETING OF THE BOARD OF GOVERNORS

Held on Thursday, September 18, 2008, immediately following a meeting of the Closed Session in Room GM 407-1, SGW Campus

PRESENT

Governors: Mr. Peter Kruyt, *Chair*, Dr. Shimon Amir, Mr. Robert Barnes, Sister Françoise Boisvert, Mr. Charles G. Cavell, *Vice-Chair*, Hon. Baljit Singh Chadha, Mr. James Cherry, Me Francesco Ciampini, Mr. Howard Davidson, Me Rita de Santis, *Vice-Chair*, Mr. Jean-Pierre Desrosiers, Mr. Danny Di Perna, Dr. Charles Draimin, Mr. Brian Edwards, *Vice-Chair*, Mr. Eddie Fuchs, Mr. David Gobby, Prof. Arpi Hamalian, Mr. Norman Hébert jr., Ms. Keyana Kashfi, Mrs. Judith Kavanagh, Ms. Mahboubeh Khani, Me John Lemieux, Dr. Lucie Lequin, Dr. Catherine MacKenzie, Mr. Tony Meti, Ms. Catherine Reimer, Ms. Patricia Saputo, Mr. Noah Stewart-Ornstein, Ms. Annie Tobias, Mr. Ivan Velan, Dr. Judith Woodsworth, *President and Vice-Chancellor*

Officers of the University: Ms. Kathy Assayag, Mr. Michael Di Grappa, Mr. Larry English, Me Bram Freedman, Dr. David Graham, Mr. John Parisella

Non-voting Observers: Ms. Jean Freed

Guest: Me Jonathan Levinson

ABSENT

Governors: Ms. Hélène Fortin, Ms. Suzanne Gouin, Dr. Arvind K. Joshi, Mr. David P. O'Brien, *Chancellor*, Mr. Andrew Molson, Me Marie-José Nadeau, Mrs. Lillian Vineberg, Mr. Jonathan Wener, *Vice-Chair*

Non-voting Observers: Dr. Graham Martin

1. Call to Order

The Open Session was called to order at 8:17 a.m.

1.1 Chair's remarks

The Chair apprised new Governors that an orientation session will be held following the next Board meeting, on October 21, 2008, the details of which will be communicated to them in due course.

Mr. Kruyt also remembered Prof. John Hall, a longtime Concordian and Observer on the Board since 2004, who passed away last July, further to which the following motion was adopted.

Upon motion duly moved and seconded (Kavanagh, Barnes), it was unanimously RESOLVED:

R-2008-9-8 *THAT the Board of Governors express its deep appreciation and commemorate the many decades of dedication and outstanding contribution of Prof. John Hall to the Concordia University community.*

1.2 Approval of the Agenda

Upon motion duly moved and seconded (Davidson, Barnes), it was RESOLVED with one abstention:

R-2008-9-9 *THAT the Agenda be approved.*

1.3 Approval of the Minutes of the Open Session meeting of August 29, 2008

Upon motion duly moved and seconded (Davidson, Barnes), it was RESOLVED with one abstention:

R-2008-9-10 *THAT the Minutes of the Open Session meeting of the Board of Governors, held on August 29, 2008, be approved.*

2. Business arising from the Minutes not included on the Agenda

Mr. Kruyt reminded Governors that he had taken under advisement Mr. Stewart-Ornstein's query regarding which rules of order apply to Board deliberations. Mr. Stewart-Ornstein's reference to the effect that Robert's Rules shall apply for cases not covered by our internal procedures is included in the Governor's Handbook but had never been formally adopted by the Board. The Chair underlined the importance for the Board to have flexibility in its process. To clear up any confusion, he invited Me de Santis to present a motion, copy of which was included on the yellow motion sheet distributed at the meeting. If adopted, the document in the Handbook will be updated accordingly.

Me de Santis presented the motion whereby Robert's Rules would be used a guideline in assisting the Chair and that in the case of a challenge to his ruling, the will of the Board would prevail. She reiterated that the current procedures were never formally adopted and that the Board has the jurisdiction to determine its process.

A discussion ensued, during which Mr. Stewart-Ornstein suggested the formal adoption of the most recent version of Robert's Rules of Order. Mr. Kruyt emphasized that the intention of the main motion was not to adopt Robert's Rules but to use them as a

guideline. Moreover, it was pointed out that the practice among Canadian universities varies with respect to which rules apply and whether or not they are formally adopted.

Upon motion duly moved and seconded (de Santis, Velan), it was RESOLVED with two opposed and one abstention:

R-2008-9-11 *THAT Robert's Rules of Order shall be used as a guideline in assisting the Chair in conducting the business of the Board and a summary of the main provisions of Robert's Rules of Order shall be provided to Board members. In the case of a challenge to a ruling of the Chair on a particular procedural question, the will of the Board, as determined by a majority vote, shall decide the issue.*

3. Membership of the Standing Committees of the Board (Document BG-2008-9-D6)

Dr. Lequin remarked that the Executive Committee was composed of only one faculty representative for 2008/2009, while in the past it was usually composed of two.

Mr. Stewart-Ornstein underlined the absence of student and faculty representation on the Nominating Committee. Mr. Kruyt replied that students and faculty members have their own processes to appoint their representatives to the Board which do not include the input of members of the external community. Similarly, the Nominating Committee, whose mandate is to recommend the external members, should be composed solely of external members. Mr. Stewart-Ornstein argued that there was a difference, given that the members of the external community form the majority of the Board, and moved a motion, seconded by Ms. Kashfi, to appoint Dr. Charles Draimin and Ms. Keyana Kashfi to the Nominating Committee. This motion was defeated by a majority.

Upon motion duly moved and seconded (Woodsworth, Kavanagh), it was RESOLVED by a majority:

R-2008-9-12 *THAT the Board of Governors approve the membership of the Standing Committees, as set out in Document BG-2008-9-D6.*

4. Approval of a parking operations proposal (Document BG-2008-9-D7)

Upon motion duly moved and seconded (Woodsworth, Edwards), it was unanimously RESOLVED:

R-2008-9-13 *THAT the parking operations proposal between Concordia University and the Concordia University Foundation, as detailed in Document BG-2008-9-D7, be approved; and*

THAT the Vice-President, Services, be authorized to sign or execute on behalf of the University any document necessary to give effect to the aforementioned proposal, retroactive to June 1, 2008.

5. Resolution authorizing the City of Montreal to collect recycling bins on the Loyola Campus (Document BG-2008-9-D8)

Upon motion duly moved and seconded (Woodsworth, Barnes), it was unanimously RESOLVED:

R-2008-9-14 *QUE l'Université Concordia (ci-après désignée "Concordia") accorde, à titre de propriétaire de l'immeuble ci-après mentionné, à la Ville de Montréal, ses employés ou ses contractants, la permission de pénétrer sur son terrain portent le numéro civique 7141, rue Sherbrooke Ouest, Montréal, Québec H4B 1R6, pour la collecte des matières à recycler et qu'elle dégage la Ville de Montréal, ses employés ou ses contractants de toute responsabilité pour tout dommage qui peut être cause à l'occasion de l'enlèvement et du transport desdites matières à recycler sur son terrain;*

QUE Concordia s'engage à garantir et à tenir la Ville, ses employés ou ses contractants indemnes de tout dommage de quelque nature que ce soit, de toute réclamation, de tout jugement y compris les frais, à prendre le fait et cause de la Ville, ses employés ou ses contractants, et à intervenir dans toute action intentée contre ces derniers résultant directement ou indirectement de la présente permission;

QUE Concordia reconnaît que son engagement se renouvelle automatiquement d'année en année mais qu'elle peut y mettre fin en signifiant au directeur des travaux publics de la Ville de Montréal un préavis écrit de trente (30) jours à cet effet, par courrier recommandé;

QUE Concordia s'engage à aviser, par courrier recommandé, le directeur des travaux publics de tout changement de propriétaire des lieux faisant l'objet de la présente permission;

QUE Concordia reconnaît que la Ville peut en tout temps mettre fin à ce service, sans indemnité d'aucune sorte, sur préavis de trente (30) jours;

QUE le Vice-recteur aux services soit autorisé à signer tout document donnant effet à la présente résolution.

6. Amendments to the *Policy on the Establishment of Tribunal Hearing Pools* (Policy BD-6) (Document BG-2008-9-D9)

Upon motion duly moved and seconded (Woodsworth, Stewart-Ornstein), it was unanimously RESOLVED:

R-2008-9-15 *THAT the Board of Governors approve the amendments to the Policy on the Establishment of Tribunal Hearing Pools (Policy BD-6), as outlined in Document BG-2008-9-D9.*

7. Approval of the Policy on the *Use of Concordia University's Name, Logo and Related Insignia and the Governance of its Visual Character* (Document BG-2008-9-D10)

Mr. Kruyt asked that a marked version clearly identifying the changes be provided in the future. Dr. Draimin indicated that the policy did not provide any guidelines to clarify the use of the logo as opposed to the coat of arms. Dr. Woodsworth indicated that the logo is used for the overall branding and marketing of the University, while the coat of arms is used mainly for ceremonial occasions and is found on official documents, such as diplomas, etc.

Upon motion duly moved and seconded (Woodsworth, Stewart-Ornstein), it was unanimously RESOLVED:

R-2008-9-16 *THAT the Board of Governors approve the Policy on the Use of Concordia University's Name, Logo and Related Insignia, and the Governance of its Visual Character (Policy VPERSG-4), thereby replacing existing Policy SG-4, as set out in Document BG-2008-9-D10.*

8. Election of a member to the Advisory Search Committee for a Dean of the Faculty of Arts and Science

Upon motion duly moved and seconded (Woodsworth, Khani), it was unanimously RESOLVED:

R-2008-9-17 *THAT Ms. Mirella Vadean, a graduate student nominated by the Graduate Students' Association, be elected as a member of the Advisory Search Committee for a Dean of the Faculty of Arts and Science.*

9. Notice of motion regarding amendments to articles 10 and 21 of the University By-Laws regarding participation in special meetings via telephone or other electronic means (Document BG-2008-9-D11)

Mr. Kruyt mentioned that an overall review of the By-Laws will be undertaken in the future but that this amendment is proposed in the meantime to regularize the situation with respect to phone participation in special board meetings. In accordance with article 58 of the By-Laws, the notice of motion for the October 21 Board meeting is hereby given.

10. Update on governance legislation

The Chair informed Governors that a special meeting of the Executive Committee was convened on Tuesday to have a preliminary discussion on the course of action to take regarding the proposed legislation on university governance. He conveyed the background that led to the review of the governance structure of universities and the proposed legislation. The main points of the legislation are included on the sheet that has been distributed at today's meeting. Two CREPUQ meetings are scheduled in the coming weeks culminating with a meeting on October 2, with the university Board

Chairs, Presidents and Minister on this subject. The Minister has indicated her intention to have the legislation adopted by the National Assembly during the Fall.

The independence of Board members is the underlying principle of the document. It is proposed that no less than 2/3 and no more than ¾ of members have no current connection with the institution, with a board size ranging between 11 and 17 members, of which one member would be a government nominee. Mr. Kruyt conveyed the Executive Committee's sentiment that it is comfortable with the current Board size and representation.

A discussion ensued, during which several Governors were concerned with some elements of the proposal, namely the definition of independence and the size of the Board which would affect the representation of faculty and students. Mr. Kruyt asked Governors to convey their comments regarding the proposal to Ms. Tessier via email no later than September 26.

11. Reports on Concordia's compliance with certain legal obligations

11.1 Report on compliance with fiscal requirements

Mr. English reported he was satisfied with the procedures followed for computing and remitting taxes withheld from employees and employers' contributions from June 1 to August 31, 2008 as well as for GST and QST claims from May 1 to July 31, 2008 and that the University had fully complied with its statutory fiscal obligations. A copy of his detailed report has been deposited with the Secretary of the Board of Governors.

11.2 Report on compliance with environmental legislation and health and safety regulations

Mr. Di Grappa reported that the *Quarterly environmental health and safety report on due diligence* has been deposited with the Secretary of the Board of Governors.

He noted that there is still one outstanding citation from the Fire Department for an incomplete fire safety plan for the GM/EV building. Money has been allocated to correct deficiencies to bring it into compliance. There have been no serious injuries to Concordia employees but one involving a contract employee and another to a student participating in orientation events. The issues which caused both injuries have been addressed. There were several incidents involving hazardous materials which have been investigated and a review of the current practice regarding the transport of hazardous material is being conducted. An extended power outage affecting the Hall, GM and BE buildings has provided another opportunity to evaluate and improve our emergency planning and response.

The annual evacuation exercises for all University buildings are being conducted during the last two weeks in September. A safety awareness campaign to increase the level of consciousness amongst members of the University community concerning their personal safety is under development. The launch of the campaign is timed for early October.

Following the report, Mr. Kruyt asked if the aforementioned campaign will include the movement of people around the campus. Mr. Di Grappa responded that the issue of traffic flow has been addressed over the past year and the University is working with the City of Montreal to make improvements. However, the ongoing construction around the downtown campus is interfering and the University is working on other means to advise people as to proper circulation etiquette. Concerns were also expressed concerns with the difficulties created by the bicycle path, to which Mr. Di Grappa replied that the University is also in contact with the City about that issue.

12. Report of the President (Document BG-2008-9-D12)

Dr. Woodsworth noted that her written report covers some of her recent activities and gives a flavor of her first six weeks at Concordia. She is getting acquainted with the community through meetings and gatherings with students and new faculty and is attending many public events. Moreover, she has had or has scheduled meetings with the Minister of Education, the Borough and City Mayors, supporters and donors.

The President referred to the tasks that had been assigned to her by the Board, namely to develop and present a strategic plan before the end of the academic year, to achieve a balanced budget, and to launch a comprehensive campaign.

With respect to the strategic planning exercise, she apprised Governors that a 1½-day retreat of the senior administration was recently held to begin the process of mapping out the plan. Mr. Kruyt participated during a half-day to offer his vision of the University and how the Board could participate. The ground work done over the last two years, including the feedback from the town hall meetings, was reviewed and discussed. Further to the retreat, three broad strategic areas emerged:

1. High academic quality. This should be highlighted. Concordia's key areas should be identified as well as the increase in its overall level of academic achievement.
2. Outstanding student experience. We should concentrate our efforts on creating the best experience for students throughout their studies.
3. Community engagement. Emphasis needs to be placed on how we can do an even better job in engaging and participating in the external community.

As a foundation to achieve the above, superb management is required, which includes the financial viability of the University, good governance and transparency, proper human resources management. The effective communication of our successes both within and outside the Concordia community is the other key supporting strategy.

A skeleton strategic plan to set out ideas is being drafted. It will be disseminated widely and a broad consultation process will take place to be completed before the Christmas break using open forums, the President's website and all other means to consult with the University community. Dr. Woodsworth specified that all comments are welcome and can be sent to her via letter or email at president@concordia.ca. Once the plan is in place, the University will be in a position to launch the comprehensive campaign, while it continues to work on achieving a balanced budget.

13. Monthly reports

13.1 Vice-President, Advancement and Alumni Relations – Ms. Kathy Assayag (Document BG-2008-89-D13)

Ms. Assayag thanked Governors Baljit Chadha who co-chaired the fabulous Best of the Best Extravaganza and John Lemieux for his work on the Loyola Refectory Campaign and his efforts in securing a new gift from an anonymous donor. She also thanked Mr. Little for a successful Loyola Alumni Golf Tournament. She apprised Governors of some recent and upcoming gift announcements and invited all Governors to participate in the second annual Family Fair day on September 21.

13.2 Vice-President, Research and Graduate Studies – Dr. Louise Dandurand (Document BG-2008-8-D14)

Dr. Dandurand invited Governors to read the *Graduate Viewbook* which was distributed at the meeting, noting that this will give them an idea of the richness of the graduate programs offered at Concordia.

13.3 Vice-President, Services – Mr. Michael Di Grappa (Document BG-2008-9-D15)
13.4 Vice-President, Finance - Mr. Larry English (Document BG-2008-9-D16)
13.5 Vice-President, External Relations and Secretary-General – Me Bram Freedman (Document BG-2008-9-D17)

There was no supplemental information to add to the written reports.

13.6 Provost and Vice-President, Academic Affairs – Dr. David Graham (Document BG-2008-9-D18)

Dr. Graham introduced Dr. Robin Drew, Dean of the Faculty of Engineering and Computer Science, who was in attendance.

13.7 Special Communications Advisor to the President – Mr. John Parisella (Document BG-2008-9-D19)

There was no supplemental information to add to this report.

14. Any other business

There was no other business to bring before the Board.

15. Next meeting

The next regular meeting of the Board of Governors will be held on Tuesday, October 21, 2008, at 8 a.m., on the SGW Campus, in Room GM 407-1.

16. Adjournment

The Open Session adjourned at 9:35 a.m.

Danielle Tessier
Secretary of the Board of Governors